

# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

THORMUND A. MILLER  
VICE PRESIDENT AND GENERAL COUNSEL

RECORDATION NO. **9339-F** Filed 1425

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GENERAL SOLICITOR  
DOUGLAS E. STEPHENSON  
JOHN MACDONALD SMITH  
SENIOR GENERAL ATTORNEYS

AUG 18 1987 -3 40 PM

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CAROL A. HARRIS  
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GENERAL ATTORNEYS

August 12, 1987

INTERSTATE COMMERCE COMMISSION

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WRITER'S DIRECT DIAL NUMBER

(415) 541-1757

RECORDATION NO. **9339-G** Filed 1425

AUG 18 1987 -3 40 PM

INTERSTATE COMMERCE COMMISSION

VIA CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue  
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 28713 -  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series 72

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Fifth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of July 15, 1987, to Equipment Trust Agreement dated as of March 1, 1978, creating Southern Pacific Transportation Company Equipment Trust, Series 72, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of March 1, 1978, recorded on April 24, 1978, at 2:40 PM, assigned Recordation No. 9339;

Ms. Noreta R. McGee  
Page Two  
August 12, 1987

Supplement to Equipment Trust Agreement dated  
as of September 1, 1978, recorded on September 20,  
1978, at 2:15 PM, assigned Recordation No. 9339-A;

Second Supplement to Equipment Trust Agreement  
dated as of October 31, 1983, recorded on December 6,  
1983, at 2:40 PM, assigned Recordation No. 9339-B;

Third Supplement to Equipment Trust Agreement dated  
as of May 15, 1985, recorded on June 6, 1985, at  
12:55 PM, assigned Recordation No. 9339-C;

Fourth Supplement to Equipment Trust Agreement dated  
as of March 31, 1986, recorded on April 29, 1986, at  
9:55 AM, assigned Recordation No. 9339-D; and

Assignment and Transfer of Certain Road Equipment  
dated as of March 31, 1986, recorded on April 29,  
1986, at 9:55 AM, assigned Recordation No. 9339-E.

In connection with the recording of the Fifth Supple-  
ment and Assignment and Transfer, each dated as of July 15,  
1987, to the Equipment Trust Agreement dated as of March 1,  
1978, the following information is set forth in accordance  
with the provisions of Section 57.4 of the Commission's  
Order of July 28, 1952, as amended:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.  
30 South 30th Street  
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

General Description of the Equipment  
Covered by the Fifth Supplement:

Number of  
Units

Description

3	Diesel Locomotives; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 4122, 6303 and 6305; GRIP Dates - April, November and November 1978, respectively.
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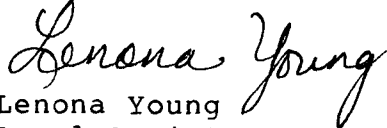
Ms. Noreta R. McGee  
Page Three  
August 12, 1987

General Description of the Equipment Covered by the  
Assignment and Transfer of Certain Road Equipment:

<u>Number of Units</u>	<u>Description</u>
12	100-ton Box Cars; PACCAR Inc., builder; lettered SP and numbered 654765, 664207, 664214, 664216-664218, 664221, 664238, 664248, 664250, 664273, and 664297.
2	Diesel Locomotives; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 1501 and 3805. ✓

When the recording of the Fifth Supplement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you, and return four (4) of the same to the undersigned.

Very truly yours,

  
Lenona Young  
Legal Assistant

Enclosures

cc: Mr. E. L. Johnson  
(Attn: Mr. C. D. Tyler)

## OFFICE OF THE SECRETARY

Lenona Young  
Legal Assistant  
Southern Pacific Building  
One Market Plaza  
San Francisco, CA. 94105

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

11303, on 8-18-87 at 3:40PM, and assigned re-

recording number(s). 7423-H&I, 7573-H & I, 7765-H&I, 7850-J&K, 8541-H&I  
8947-G&H, 9339-F&G, 9928-E&F, 10265-J&K, 10631-J&K, 11665-B&C, 6941-L&M, 7855-L&M,  
7320-B&C, & 7301-B&C

Sincerely yours,

*Noreta R. McGehee*  
Secretary

Enclosure(s)

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SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 72

RECORDATION NO. *9339-F* Filed 1428

AUG 18 1987 - 3 40 PM

INTERSTATE COMMERCE COMMISSION

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FIFTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of July 15, 1987

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FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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SUPPLEMENT TO EQUIPMENT TRUST, dated as of the fifteenth day of July, 1987, between First Pennsylvania Bank, N.A., a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of March 1, 1978, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 72 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to the Company; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the unsuitable railroad equipment; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar (\$1.00) to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Equipment Trust, Series 72, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
3	Diesel Locomotives; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 4122, 6303 and 6305; GRIP Dates - April, November and November 1978, respectively.

TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

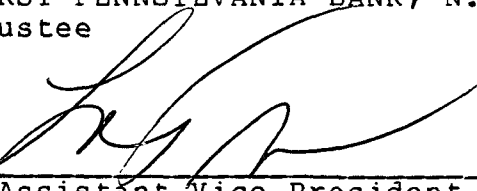
This Fifth Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and

the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

FIRST PENNSYLVANIA BANK, N.A.,  
Trustee

By

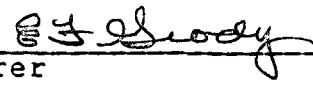
  
Assistant Vice President

Attest:

  
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY

By

  
Treasurer

Attest:

  
Assistant Secretary



COMMONWEALTH OF PENNSYLVANIA     )  
  ) ss.  
CITY AND COUNTY OF PHILADELPHIA )

On this 31<sup>st</sup> day of July, 1987, before me  
personally appeared LYNN A. TUZINSKI, to me personally  
known, who, being by me duly sworn, says that she is  
Assistant Vice President of FIRST PENNSYLVANIA BANK, N.A.;  
that the seal affixed to the foregoing instrument is the  
corporate seal of said corporation; that said instrument was  
signed and sealed on behalf of said corporation by authority  
of its Board of Directors; and she acknowledged that the  
execution of the foregoing instrument was the free act and  
deed of said corporation.

Lynne N. McCorry  
Notary Public

LYNNE N. MCCORRY  
Notary Public, Phila. Co.  
My Commission Expires July 2, 1990

